

CHAPMAN AND CUTLER

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Salt Lake City, Utah 84144  
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November 24, 1997

Mr. Vernon A. Williams, Secretary  
Surface Transportation Board  
1925 K Street, N.W. Room 704  
Washington, DC 20423-0001

RECORDATION NO. 21021-D FILED

NOV 24 '97

12-45 PM

Re: The Burlington Northern and Santa Fe Railway Company  
Leveraged Lease Locomotive Financing  
BNSF 1997-J

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two original copies of the document described below. As one of the attorneys representing the Lessee in this transaction, I have knowledge of the matters described in this letter.

The enclosed document is as follows:

Memorandum of Lease Assignment (BNSF 1997-J), dated November 25, 1997, between First Security Bank, National Association, as security trustee (the "Security Trustee" or the "Assignee"), and NBB Fontana Lease Co., Ltd., as lessor (the "Lessor" or the "Assignor").

The names and addresses of the parties to the enclosed document are as follows:

Security Trustee and Assignee:	First Security Bank, National Association, as Security Trustee 79 South Main Street Salt Lake City, Utah 84111
Lessor and and Assignor:	NBB Fontana Lease Co., Ltd. c/o Nomura Babcock & Brown Co., Ltd. Dai-Ichi Edobashi Building 1-11-1 Nihonbashi, Chuo-ku Tokyo 103, Japan

The description of the equipment covered as of the date hereof by the aforesaid Memorandum of Lease Assignment is as set forth on Exhibit A hereto.

CHAPMAN AND CUTLER

A fee of twenty-four dollars (\$24.00) is enclosed. Please time and date stamp the enclosed copies of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Karl T. Williams, Esq.  
Chapman and Cutler  
111 West Monroe  
Chicago, Illinois 60603

A short summary of the document to appear in the index follows:

MEMORANDUM OF LEASE ASSIGNMENT:

Memorandum of Lease Assignment (BNSF 1997-J) between First Security Bank, National Association, as Security Trustee, 79 South Main Street, Salt Lake City, Utah 84111, and NBB Fontana Lease Co., Ltd., as Lessor, c/o Nomura Babcock & Brown Co., Ltd., Dai-Ichi Edobashi Building, 1-11-1 Nihonbashi, Chuo-ku, Tokyo 103, Japan, dated November 25, 1997, covering diesel electric locomotives bearing the road numbers listed in the exhibit attached thereto. This document relates to the Memorandum of Lease Agreement, dated November 25, 1997, the Memorandum of Mortgage and Security Agreement, dated November 25, 1997, the Memorandum of Mortgage Supplement No. 1, dated November 25, 1997 and the Memorandum of Lease Supplement No. 1, dated November 25, 1997, which were recorded with the Surface Transportation Board on November 24, 1997 at 12:45 p.m. under recordation numbers 21021, 21021-A, 21021-C and 21021-B, respectively, pursuant to Section 11301 of Title 49 of the United States Code.

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-3892).

Sincerely,

CHAPMAN AND CUTLER

By Karl T. Williams  
Karl T. Williams

KTW/dml  
Enclosure

Law Offices of  
CHAPMAN AND CUTLER

**EXHIBIT A**

**UNITS**

EQUIPMENT	QUANTITY	ROAD NUMBERS
General Motors Corporation (Electro-Motive Division) Model SD70M-AC Diesel Electric Locomotives	7	BNSF 9838 through BNSF 9844, inclusive
General Motors Corporation (Electro-Motive Division) Model SD75I Diesel Electric Locomotives	14	BNSF 8276 through BNSF 8287, inclusive, BNSF 8291 and BNSF 8295
General Electric Company Dash 9-44 CW Diesel Electric Locomotives	6	BNSF 4708 through BNSF 4713, inclusive

C O P Y

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MEMORANDUM OF LEASE ASSIGNMENT  
(BNSF 1997-J)

Memorandum of Lease Assignment, made and entered into on November 25, 1997, by and between NBB Fontana Lease Co., Ltd., a Japanese corporation ("*Lessor*"), and First Security Bank, National Association, a national banking association, as security trustee ("*Security Trustee*").

## WITNESSETH:

1. The Lessor and The Burlington Northern and Santa Fe Railway Company ("*Lessee*") have entered into that certain Lease Agreement (BNSF 1997-J) (the "*Lease Agreement*"), dated November 25, 1997, and Lease Supplement No. 1 (BNSF 1997-J) (the "*Lease Supplement*") thereto, dated November 25, 1997, covering certain locomotives bearing road numbers as listed on Exhibit A attached hereto.

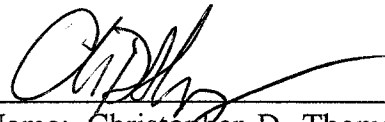
2. Memoranda of said Lease Agreement and of said Lease Supplement were recorded with the Surface Transportation Board on November 24, 1997 at 12:45 p.m. under recordation numbers 21021 and 21021-B, respectively, pursuant to Section 11301 of Title 49 of the United States Code.

3. The undersigned have entered into that certain Mortgage and Security Agreement (BNSF 1997-J) (the "*Mortgage*"), dated November 25, 1997, and Mortgage Supplement No. 1 (BNSF 1997-J) (the "*Mortgage Supplement*") thereto, dated November 25, 1997, pursuant to which Lessor has assigned the aforesaid Lease Agreement, the aforesaid Lease Supplement No. 1, and the rents and other proceeds therefrom (with certain exceptions) to the Security Trustee.

4. Memoranda of said Mortgage and of said Mortgage Supplement were recorded with the Surface Transportation Board on November 24, 1997 at 12:45 p.m. under recordation numbers 21021-A and 21021-C, respectively, pursuant to Section 11301 of Title 49 of the United States Code.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Lease Assignment to be duly executed by their respective officers duly authorized on the date and year first above written.

NBB FONTANA LEASE CO., LTD.

By   
Name: Christopher D. Thompson  
Title: Attorney-in-Fact

Executed on this 19<sup>th</sup> day of November, 1997.

FIRST SECURITY BANK, NATIONAL  
ASSOCIATION

By \_\_\_\_\_  
Name: Brett R. King  
Title: Assistant Vice President

Executed on this \_\_\_\_ day of November, 1997.

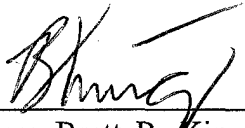
IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Lease Assignment to be duly executed by their respective officers duly authorized on the date and year first above written.

NBB FONTANA LEASE CO., LTD.

By \_\_\_\_\_  
Name: Christopher D. Thompson  
Title: Attorney-in-Fact

Executed on this \_\_\_\_ day of November, 1997.

FIRST SECURITY BANK, NATIONAL  
ASSOCIATION

By  \_\_\_\_\_  
Name: Brett R. King  
Title: Assistant Vice President

Executed on this 19<sup>th</sup> day of November, 1997.

STATE OF NY )  
 ) SS.:  
COUNTY OF NY )

On this, the 19<sup>th</sup> day of November, 1997, before me, a Notary Public in and for said County and State, personally appeared Christopher D. Thompson, who being by me duly sworn, says that he is the Attorney-in-Fact of NBB FONTANA LEASE CO., LTD., that said instrument was signed on November 9, 1997 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Donna M. McLen  
Name:  
Notary Public  
My Commission Expires:  
Residing in Queens City

STATE OF \_\_\_\_\_ )  
 ) SS.:  
COUNTY OF \_\_\_\_\_ )

~~DONNA M. McLEARNON~~  
~~Notary Public, State of New York~~  
~~No. 41-800337~~  
~~Qualified in Queens County~~  
~~Commission Expires: \_\_\_\_\_~~

DONNA M. McLEARNON  
Notary Public, State of New York  
No. 41-800337  
Qualified in Queens County  
Commission Expires 9/25/99

On this, the \_\_\_\_ day of November, 1997, before me, a Notary Public in and for said County and State, personally appeared Brett R. King, who being by me duly sworn, says that he is the Assistant Vice President of FIRST SECURITY BANK, NATIONAL ASSOCIATION, that said instrument was signed on November \_\_, 1997 on behalf of said association by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

STATE OF \_\_\_\_\_ )  
 ) SS.:  
COUNTY OF \_\_\_\_\_ )

On this, the \_\_\_ day of November, 1997, before me, a Notary Public in and for said County and State, personally appeared Christopher D. Thompson, who being by me duly sworn, says that he is the Attorney-in-Fact of NBB FONTANA LEASE CO., LTD., that said instrument was signed on November \_\_, 1997 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

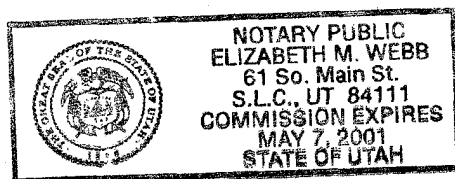
IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

STATE OF Utah )  
 ) SS.:  
COUNTY OF Salt Lake )

On this, the 19<sup>th</sup> day of November, 1997, before me, a Notary Public in and for said County and State, personally appeared Brett R. King, who being by me duly sworn, says that he is the Assistant Vice President of FIRST SECURITY BANK, NATIONAL ASSOCIATION, that said instrument was signed on November 19, 1997 on behalf of said association by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Elizabeth M. Webb  
Name: \_\_\_\_\_  
Notary Public  
My Commission Expires:  
Residing in Salt Lake



## EXHIBIT A

### UNITS

EQUIPMENT	QUANTITY	ROAD NUMBERS
General Motors Corporation (Electro-Motive Division) Model SD70M-AC Diesel Electric Locomotives	7	BNSF 9838 through BNSF 9844, inclusive
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